

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

DAVID M. KENDRICK, M.D., P.A., CHARTERED

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

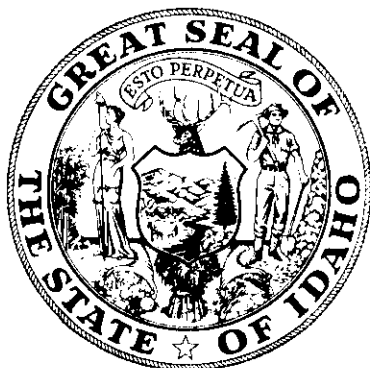
DAVID M. KENDRICK, M.D., P.A., CHARTERED

duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated:

June 1, 1982.



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

DAVID M. KENDRICK, M.D., P.A., CHARTERED

The undersigned duly licensed and practicing physician within the State of Idaho herewith for the purpose of forming a professional corporation under the laws of the State of Idaho herewith adopts Articles of Incorporation as follows:

ARTICLE ONE

The name of the corporation shall be David M. Kendrick, M.D., P.A., Chartered.

ARTICLE TWO

The sole and specific purpose of the corporation is to engage in the rendering of professional medical services or allied professional services as may be allowed by law, including the transaction of any or all lawful business for which professional service corporations may be incorporated under the provisions of Title 30, Chapter 13, Idaho Code.

ARTICLE THREE

The duration of the corporation shall be perpetual or for such other period of time as is provided by law for professional service corporations.

ARTICLE FOUR

The location, post office address and registered office of the corporation is: 1620 25th Avenue, Lewiston, Idaho, 83501. *RA DAVID M. KENDRICK, M.D.*

as per license

ARTICLE FIVE

The total aggregate number of shares which the corporation shall have authority to issue shall be 1,000 shares, all of which shall be without par value.

No shares of the corporation shall be issued or

transferred to anyone other than an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which this corporation was incorporated, nor shall any sale or transfer be made without first having been approved at a stockholders' meeting specifically called for that purpose by a majority of the outstanding stock, exclusive of those shares held by the shareholder proposing to be sold or transferred, unless all stockholders agree that such stock may be voted.

ARTICLE SIX

The Board of Directors or the shareholders are authorized to adopt By-Laws consistent with applicable provisions of law relating to professional service corporations, which By-Laws may provide for further restraints upon alienation of shares and provide for the purchase or redemption by the corporation of its shares, provided such provisions dealing with purchase or redemption by the corporation of its shares may not be invoked at a time or in a manner that would impair the capital of the corporation.

ARTICLE SEVEN

The initial Board of Directors shall consist of one person whose name and address are as follows:

David M. Kendrick
1620 25th Avenue, Lewiston, Idaho 83501

Such director shall serve until a successor is elected and qualifies. The number of directors may be increased as authorized by law and provided in the By-Laws.

ARTICLE EIGHT

The name and address of the incorporator is:

David M. Kendrick
1620 25th Avenue, Lewiston, Idaho 83501

EXECUTED in triplicate this 21st day of May, 1982.




DAVID KENDRICK, M.D., P.A.

STATE OF I D A H O)
:SS
County of Nez Perce)

On this 21st day of May, 1982, before me, the undersigned, a Notary Public in and for said state, personally appeared David Kendrick known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Notary Public for Idaho
Residing at Lewiston, therein.